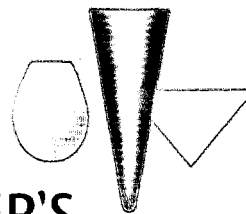
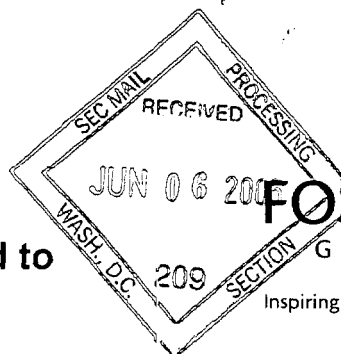


FOSTER'S GROUP LI.
77 Southbank Bouleva
Tel 61 3 9633 2000 Fa



05008679



FOSTER'S

GROUP

Inspiring Global Enjoyment

**For your information as released to
The Australian Stock Exchange.**

Foster's Brewing

With Compliments

FILE NO: 082-01711

SUPPL

PROCESSED

B

JUN 08 2005

THOMSON
FINANCIAL

Form 604**Corporations Act 2001
Section 671B****Notice of change of interests of substantial holder**

To: Company Name/Scheme Southcorp Limited (Southcorp)
ACN/ARSN ABN 80 007 722 643

1. Details of substantial holder (1)

Name Foster's Group Limited ACN 007 620 886 (Foster's), Brewing Holdings Pty Ltd ACN 004 059 394 (Brewing Holdings), Brewing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carlton and United Beverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Beringer Blass Wine Estates Limited ACN 004 094 599 (Beringer) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and their related bodies corporate listed in Annexure A (Foster's Group Companies).

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

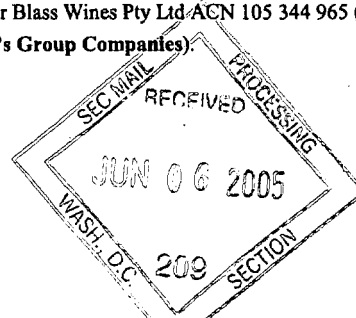
19 May 2005

The previous notice was given to the company on

19 May 2005

The previous notice was dated

19 May 2005

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	507,041,229	68.1%	533,949,982	71.7%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
19 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	8,429,619 ordinary shares	8,429,619
19 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of on market purchases of Southcorp shares by BBW.	\$4.26	18,479,134 ordinary shares	18,479,134

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JUN 08 2005
THOMSON
FINANCIAL

2206/8

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
BBW	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	482,639,255 ordinary shares	482,639,255
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	482,639,255 ordinary shares	482,639,255
Foster's Group Companies	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	482,639,255 ordinary shares	482,639,255
BBW	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to Southcorp shares purchased on market by BBW.	51,310,727 ordinary shares	51,310,727
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of holding, either directly or indirectly, a controlling interest in BBW.	51,310,727 ordinary shares	51,310,727

Foster's Group Companies	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	51,310,727 ordinary shares	51,310,727
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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	77 Southbank Boulevard, Southbank, Victoria, 3006

Signature

print name Robert Keith Dudfield

capacity : Assistant Company Secretary

sign here

R.K. Dudfield

date 20 / 5 / 2005

Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- Page 17 of 17
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
-

Annexure A – Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

R.K. Oudfield.

Robert Keith Dudfield
Foster's Group Limited ACN 007 620 886

Date: 20 / 5 / 2005

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertriebs

A.C.N. 006 327 028 Pty. Ltd.

A.C.N. 008 008 526 Pty. Ltd.

A.C.N. 070 379 869 Pty. Ltd.

Aldershot Nominees Pty. Ltd.

Amayana Pty. Ltd.

Amberton Wines Pty. Ltd.

AML&F Holdings Pty. Ltd.

Amwex Inc.

Anglemaster Limited

Archana Pty. Ltd.

Ashwick (NT) No. 7 Pty. Ltd.

Ashwick (Qld.) No. 15 Pty. Ltd.

Ashwick (Qld.) No. 96 Pty. Ltd.

Ashwick (Qld.) No. 127 Pty. Ltd.

Ashwick (Qld.) No. 167 Pty. Ltd.

Ashwick (Vic.) No. 27 Pty. Ltd.

Austotel (Victoria Holdings) Pty. Ltd.

Australian Estates Pty. Ltd.

Australian, Mercantile, Land and Finance Company
Pty. Ltd.

Australian, Mercantile, London Limited

Bacchus Gate Corp.

Balfours Imports Inc.

Beringer Blass Distribution SRL

Beringer Blass Italia S.R.L.

Beringer Blass Wine Estates Chile Limitada

Beringer Blass Wine Estates Company

Beringer Blass Wine Estates Holdings, Inc.

Beringer Blass Wine Estates Limited (Europe)

Beringer Blass Wine Estates Limited (NZ)

Beringer Blass Wine Estates Limited

Beringer Blass Wines Pty Ltd

Beringer Blass Wine Estates Sales Company

Beringer Wine Estates Foreign Sales Corporation

Bevcorp Pty. Ltd.

Bilyara Vineyards Pty. Ltd.

Bourse du Vin International B.V.

Bourse du Vin Limited

Brewing Holdings Pty. Ltd.

Brewing Investments Pty. Ltd.

Brewman Group Limited

Brewman TL Limited

Brewtech Pty. Ltd.

Bright Star Investments Pty. Ltd.

Bulmer Australia Limited

Bulmer Harvest Limited

Cape Schanck Wines Pty. Ltd.

Cardmember Wines Limited

Cardmember Wines Pty. Ltd.

Carlton & United Beverages Limited

Carlton & United Breweries Pty Ltd

Carlton & United Breweries (N.S.W.) Pty. Limited

Carlton & United Breweries (Queensland) Pty. Ltd.

Carlton & United Breweries (Stator) Pty. Ltd.

Carlton Brewery Hotels (N.R.) Pty. Limited

Carlton Brewery Hotels Pty. Ltd.

Carter and Associates (2000) Limited

Cascade Brewery Company Pty. Ltd.

Cellar Door Direct GmbH

Dorrien Estate Winery Pty Ltd

Cellarmaster Wines Europe B.V.

Cellarmaster Wines Germany GmbH

Cellarmaster Wines Holdings (U.K.) Limited

Cellarmaster Wines Limited

Cellarmaster Wines SA

Cellarmaster Wines (UK) Limited

Cellarmaster Wines Pty. Limited

Cellarmasters GmbH
 Classic Packaging Pty. Limited
 CNAB Pty. Ltd.
 Craighum Land Co. Pty. Ltd.
 Craighum Property Pty. Ltd.
 CSB Pty. Ltd.
 Data Co-ordination Centre Inc. – The Wine Exchange
 Demener Pty. Ltd.
 Dennys Strachan Mercantile Pty. Ltd.
 Derel ESC Pty. Ltd.
 Dismin Investments Pty. Ltd.
 Dreamgame Limited
 EFG Australia Pty Ltd
 EFG Finance Leasing Pty Ltd
 EFG Holdings (U.S.A.) Inc.
 EFG Investments Pty Ltd
 EFG Securities Pty Ltd
 EFG Treasury Pty. Limited
 ELFIC Pty Ltd
 Elstone Developments Pty. Ltd.
 ESG (Enterprises) N.V.
 Etude Wines, Inc.
 Ewines Pty. Limited
 FBG (U.K.) Limited
 FBG Brewery Holdings UK Limited
 FBG Canada Limited
 FBG India Holdings Limited
 FBG International Limited
 FBG Investments Pty. Ltd.
 FBG Treasury (Aust.) Limited
 FBG Treasury (Europe) B.V.
 FBG Treasury (N.Z.) Limited
 FBG Treasury (U.K.) plc
 FBG Treasury (U.S.A.) Inc.
 FBG Vietnam Holdings Pty. Ltd.
 FGL Employee Share Plan Pty. Ltd.
 Filehaze Pty. Ltd.

Foster's Brewing Group (U.S.A.) Limited
 Foster's Brewing Group Pty. Ltd.
 Foster's (Cambodia) Limited
 Foster's China Pty. Ltd.
 Foster's Danang Limited
 Foster's Finance Corp.
 Foster's Group Asia Holdings Pty. Ltd.
 Foster's Group Canada Inc.
 Foster's Group New Zealand Limited
 Foster's International (N.Z.) Pty. Limited
 Foster's Sports Foundation
 Foster's Tien Giang Limited
 Foster's Vietnam Limited
 Galemaze Pty. Ltd.
 Graf von Rudesheim
 Grand Cru Expertise "De Belgische Wijnbeurs" N.V.
 Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.
 H. Jones & Co. Pty. Ltd.
 H. Maximilian Pallhuber GmbH & Co. KG
 H.P. Bulmer (Overseas Holdings) Limited
 Herve Lu Puy
 Herve Lu Puy
 Highlands Craighum Pty. Ltd.
 Hotel (FP) Pty. Ltd.
 I-Nova Consulting Pty. Ltd.
 Il Cavellieri Del Castello Di Gabbiano SRL
 Kangaroo Ridge Wines Europe Limited
 Kawana Beach Pty. Ltd.
 Kawana Central Pty. Ltd.
 Kawana Industrial Park Pty. Ltd.
 Finnews Pty. Ltd.
 FBG Finance Limited
 FBG Holdings (U.K.) Limited
 FBG Incentive Pty. Ltd.
 FGL Insurance Company Pte Ltd
 FGL Finance (USD) Pty Ltd
 FGL Finance (GBP) Pty Ltd

Kawana Island Pty Ltd.
 Kawana Lakes Pty. Ltd.
 Krondorf Wines Pty. Ltd.
 La Fraternelle De Bourgogne
 RSG Beachmere Pty. Ltd.
 RSG Bellvista Pty. Ltd.
 RSG Funds Management Pty Ltd
 RSG Land Group Pty Ltd
 RSG Highlands Craigieburn Pty. Ltd.
 RSG North Lakes Marketing Pty. Ltd.
 RSG North Lakes Sales Pty. Ltd.
 Liana Cottage Pty. Ltd.
 Maglieri Wines Pty. Ltd.
 Masthead Brewing Company Pty. Ltd.
 Matua Finance Limited
 MBBC Limited
 Mega Management Pty. Ltd.
 Melbourne Brewery Company Pty. Ltd.
 Mildara Blass Holdings Inc.
 Mildara Blass Inc.
 Mildara Blass Wines Inc.
 Mildara Holdings Pty. Limited
 Moorabbin Junction Pty. Ltd.
 N.T. Brewery Pty. Ltd.
 Navistar Group Limited
 Nellie Products Pty. Ltd.
 New Crest Investments Pty. Ltd.
 Nexday Europe B.V.
 The Continental Wines and Spirits Company (N.Z.) Limited
 The Foster Brewing Co. Pty. Ltd.
 The New Zealand Wine Club Limited
 The Rothbury Estate Pty. Ltd.
 The Shamrock Brewing Company Proprietary Limited
 The Wine Exchange Limited
 The Wine Planet International Pty. Limited
 Tibsco Limited
 Tibsco Pensions Limited
 Foster's People Pty Ltd
 Tract 4/5 LLC

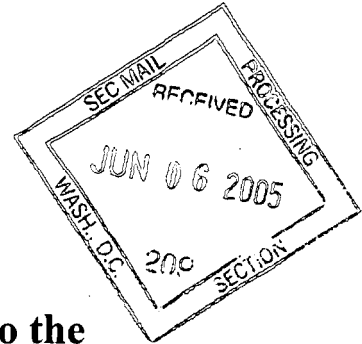
Nexday Pty. Limited
 North Lakes Marketing Consultancy Trust
 North Lakes Marketing Pty. Ltd.
 North Lakes Sales Agency Trust
 North Lakes Sales Pty. Ltd.
 North Napa Land Co.
 Norwood Beach Pty. Ltd.
 Nova Glen Pty. Ltd.
 Oakland Glen Pty. Ltd.
 Pica Finance Limited
 Pica Group Pty Ltd
 Pica Nominees Pty. Limited
 Pitt, Son & Badgery Pty. Ltd.
 Power Brewing Company Pty. Ltd.
 Premium Land, Inc.
 Primedan Pty. Ltd.
 Queensland Breweries Pty. Ltd.
 Rimpacific Shipping (U.K.) Ltd.
 Robertsons Well Pty. Ltd.
 Robertsons Well Unit Trust
 Rothbury Sales Pty. Ltd.
 Rothbury Wines Pty. Ltd.
 Rumar International Pty. Ltd.
 Sarl Les Crus Prevendus SADCS
 Savirak Pty. Ltd.
 Seeton Pty. Ltd.
 Shanghai Foster's Brewery Co. Ltd.
 Sharden Lodge Pty. Ltd.
 Silvester Brothers (AMH) Pty. Limited
 Silvester Brothers (AMHUK) Limited
 Silvester Brothers Pty. Limited
 Societe D Investissement Du Beaujolais
 Somar Pty. Ltd.
 Stamford Hotel Pty. Ltd.
 T'Gallant Winemakers Pty. Ltd.
 Telemasters Limited
 The Australian Wine Centre Limited
 The Australian Wine Club Pty. Ltd.
 The Ballarat Brewing Company Pty. Ltd.
 'St. Maximilian' Wein-Export Gesellschaft m.b.H, Vienna

Trinity Park Inc.
VICD – Produtos Em Cortica, LDA
Victoria Brewery Pty. Ltd.
Vinpac International Pty. Limited
Vinpac SADCS
Vintners Imports Pty. Limited
Volz Pty. Ltd.
Voskane Pty. Ltd.
Werribee Properties (RWDS) Proprietary Limited
Whitecross Investments Pty. Ltd.
Windemere Securities Limited
Wine Planet Holdings Pty. Limited
Wine Planet Technology Pty. Limited
Winemaker's Choice Limited
Wolf Blass Wines Pty. Ltd.
Wood Hall Trust Limited
Wood Hall (Aust.) Pty. Limited
World Wine Gallery GmbH
C.U.B. Pty Ltd
00015868 Limited
02396239 Limited
151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.
The Continental Spirits Company Pty. Ltd.
AP John & Sons Pty. Ltd.
Briar Ridge Manufacturing Pty. Ltd.
Briar Ridge Vineyards Pty. Ltd.
Carlton Brewery (Fiji) Limited
Cellarmaster Wines SA
Foster's India Limited
Graymoor Estate Joint Venture
Graymoor Estate Pty. Ltd.
Graymoor Estate Unit Trust
Greg Norman Estates Joint Venture
Kangaroo Ridge Wine Company Pty. Ltd.
Matua Valley Wines Limited
Samoa Breweries Limited
Shingle Peak Wines Limited
Societe of Bouteillage of Beaujolais, Macon and Bourgogne
South Pacific Distilleries Limited
Waikoukou Vineyards Limited
Wine Buzz KK



ASX RELEASE



**The following release was made to the
Australian Stock Exchange Limited today:**

“Change in substantial holding for SRP”

Released: 18 May 2005

**Pages: 9
(including this page)**

FILE NO: 082-01711

If you would prefer to receive this notification by email please reply to
jane.dowsey@fostersgroup.com or
Ph: +61 3 9633 2105

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Southcorp Limited (Southcorp)
ACN/ARSN ABN 80 007 722 643

1. Details of substantial holder (1)

Name Foster's Group Limited ACN 007 620 886 (Foster's), Brewing Holdings Pty Ltd ACN 004 059 394 (Brewing Holdings), Brewing Investments Pty Ltd ACN 004 233 005 (Brewing Investments), Carlton and United Beverages Limited ACN 004 056 106 (CUB), FBG Investments Pty Ltd ACN 004 373 862 (FBG), Beringer Blass Wine Estates Limited ACN 004 094 599 (Beringer) and Beringer Blass Wines Pty Ltd ACN 105 344 965 (BBW) and their related bodies corporate listed in Annexure A (Foster's Group Companies).

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on 17 May 2005
The previous notice was given to the company on 17 May 2005
The previous notice was dated 17 May 2005

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	484,016,165	65.0%	494,921,523	66.5%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
17 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of acceptances of the takeover offer contained in the Bidder's Statement dated 2 February 2005 issued by BBW (Offer).	\$4.26 cash subject to the terms of the Offer.	10,348,516 ordinary shares	10,348,516
17 May 2005	Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	Increase in relevant interest as a result of on market purchases of Southcorp shares by BBW.	\$4.26	556,842 ordinary shares	556,842

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
BBW	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to acceptance of the Offer.	464,990,109 ordinary shares	464,990,109
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of holding, either directly or indirectly, a controlling interest in BBW.	464,990,109 ordinary shares	464,990,109
Foster's Group Companies	BBW or, in the case of acceptances processed on any of the three business days prior to the date of this notice, the accepting Southcorp shareholder.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares in respect of which acceptances of the Offer have been received by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	464,990,109 ordinary shares	464,990,109
BBW	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Relevant interest under section 608(1) of the Corporations Act pursuant to Southcorp shares purchased on market by BBW.	29,931,414 ordinary shares	29,931,414
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG and Beringer	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of holding, either directly or indirectly, a controlling interest in BBW.	29,931,414 ordinary shares	29,931,414

Foster's Group Companies	BBW or, in the case of shares purchased on market on any of the three business days prior to the date of this notice, the selling Southcorp shareholder.	BBW	Taken under section 608(3)(a) of the Corporations Act to have a relevant interest in Southcorp shares purchased on market by BBW by reason of having voting power (through the relevant interests of their associate, Foster's) above 20% in BBW.	29,931,414 ordinary shares	29,931,414
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5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

6. Addresses

The addresses of the persons named in this form are as follows:

Name	Address
Foster's, Brewing Holdings, Brewing Investments, CUB, FBG, Beringer, BBW and Foster's Group Companies	77 Southbank Boulevard, Southbank, Victoria, 3006

Signature

print name Robert Keith Dudfield

capacity : Assistant Company Secretary

sign here

R. K. Dudfield

date 18 / 5 / 2005

Directions

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
 - (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
 - (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
-

Annexure A – Related Bodies Corporate

This is Annexure A of 4 pages (including this page) referred to in Form 604, Notice of change of interests of substantial holder

R.K. Dudfield

Robert Keith Dudfield
Foster's Group Limited ACN 007 620 886

Date: 18 / 5 / 2005

Accenta Paul GmbH Beratung Fur Werbung Und Direktvertriebs

A.C.N. 006 327 028 Pty. Ltd.

A.C.N. 008 008 526 Pty. Ltd.

A.C.N. 070 379 869 Pty. Ltd.

Aldershot Nominees Pty. Ltd.

Amayana Pty. Ltd.

Amberton Wines Pty. Ltd.

AML&F Holdings Pty. Ltd.

Amwex Inc.

Anglemaster Limited

Archana Pty. Ltd.

Ashwick (NT) No. 7 Pty. Ltd.

Ashwick (Qld.) No. 15 Pty. Ltd.

Ashwick (Qld.) No. 96 Pty. Ltd.

Ashwick (Qld.) No. 127 Pty. Ltd.

Ashwick (Qld.) No. 167 Pty. Ltd.

Ashwick (Vic.) No. 27 Pty. Ltd.

Austotel (Victoria Holdings) Pty. Ltd.

Australian Estates Pty. Ltd.

Australian, Mercantile, Land and Finance Company
Pty. Ltd.

Australian, Mercantile, London Limited

Bacchus Gate Corp.

Balfours Imports Inc.

Beringer Blass Distribution SRL

Beringer Blass Italia S.R.L.

Beringer Blass Wine Estates Chile Limitada

Beringer Blass Wine Estates Company

Beringer Blass Wine Estates Holdings, Inc.

Beringer Blass Wine Estates Limited (Europe)

Beringer Blass Wine Estates Limited (NZ)

Beringer Blass Wine Estates Limited

Beringer Blass Wines Pty Ltd

Beringer Blass Wine Estates Sales Company

Beringer Wine Estates Foreign Sales Corporation

Bevcorp Pty. Ltd.

Bilyara Vineyards Pty. Ltd.

Bourse du Vin International B.V.

Bourse du Vin Limited

Brewing Holdings Pty. Ltd.

Brewing Investments Pty. Ltd.

Brewman Group Limited

Brewman TL Limited

Brewtech Pty. Ltd.

Bright Star Investments Pty. Ltd.

Bulmer Australia Limited

Bulmer Harvest Limited

Cape Schanck Wines Pty. Ltd.

Cardmember Wines Limited

Cardmember Wines Pty. Ltd.

Carlton & United Beverages Limited

Carlton & United Breweries Pty Ltd

Carlton & United Breweries (N.S.W.) Pty. Limited

Carlton & United Breweries (Queensland) Pty. Ltd.

Carlton & United Breweries (Stator) Pty. Ltd.

Carlton Brewery Hotels (N.R.) Pty. Limited

Carlton Brewery Hotels Pty. Ltd.

Carter and Associates (2000) Limited

Cascade Brewery Company Pty. Ltd.

Cellar Door Direct GmbH

Dorrien Estate Winery Pty Ltd

Cellarmaster Wines Europe B.V.

Cellarmaster Wines Germany GmbH

Cellarmaster Wines Holdings (U.K.) Limited

Cellarmaster Wines Limited

Cellarmaster Wines SA

Cellarmaster Wines (UK) Limited

Cellarmaster Wines Pty. Limited

Cellarmasters GmbH
 Classic Packaging Pty. Limited
 CNAB Pty. Ltd.
 Craighum Land Co. Pty. Ltd.
 Craighum Property Pty. Ltd.
 CSB Pty. Ltd.
 Data Co-ordination Centre Inc. – The Wine Exchange
 Demener Pty. Ltd.
 Dennys Strachan Mercantile Pty. Ltd.
 Derel ESC Pty. Ltd.
 Dismin Investments Pty. Ltd.
 Dreamgame Limited
 EFG Australia Pty Ltd
 EFG Finance Leasing Pty Ltd
 EFG Holdings (U.S.A.) Inc.
 EFG Investments Pty Ltd
 EFG Securities Pty Ltd
 EFG Treasury Pty. Limited
 ELFIC Pty Ltd
 Elstone Developments Pty. Ltd.
 ESG (Enterprises) N.V.
 Etude Wines, Inc.
 Ewines Pty. Limited
 FBG (U.K.) Limited
 FBG Brewery Holdings UK Limited
 FBG Canada Limited
 FBG India Holdings Limited
 FBG International Limited
 FBG Investments Pty. Ltd.
 FBG Treasury (Aust.) Limited
 FBG Treasury (Europe) B.V.
 FBG Treasury (N.Z.) Limited
 FBG Treasury (U.K.) plc
 FBG Treasury (U.S.A.) Inc.
 FBG Vietnam Holdings Pty. Ltd.
 FGL Employee Share Plan Pty. Ltd.
 Filehaze Pty. Ltd.

Foster's Brewing Group (U.S.A.) Limited
 Foster's Brewing Group Pty. Ltd.
 Foster's (Cambodia) Limited
 Foster's China Pty. Ltd.
 Foster's Danang Limited
 Foster's Finance Corp.
 Foster's Group Asia Holdings Pty. Ltd.
 Foster's Group Canada Inc.
 Foster's Group New Zealand Limited
 Foster's International (N.Z.) Pty. Limited
 Foster's Sports Foundation
 Foster's Tien Giang Limited
 Foster's Vietnam Limited
 Galemaze Pty. Ltd.
 Graf von Rudesheim
 Grand Cru Expertise "De Belgische Wijnbeurs" N.V.
 Grand Cru Expertise "De Nederlandse Wijnbeurs" B.V.
 H. Jones & Co. Pty. Ltd.
 H. Maximilian Pallhuber GmbH & Co. KG
 H.P. Bulmer (Overseas Holdings) Limited
 Herve Lu Puy
 Herve Lu Puy
 Highlands Craigieburn Pty. Ltd.
 Hotel (FP) Pty. Ltd.
 I-Nova Consulting Pty. Ltd.
 Il Cavaleri Del Castello Di Gabbiano SRL
 Kangaroo Ridge Wines Europe Limited
 Kawana Beach Pty. Ltd.
 Kawana Central Pty. Ltd.
 Kawana Industrial Park Pty. Ltd.
 Finnews Pty. Ltd.
 FBG Finance Limited
 FBG Holdings (U.K.) Limited
 FBG Incentive Pty. Ltd.
 FGL Insurance Company Pte Ltd
 FGL Finance (USD) Pty Ltd
 FGL Finance (GBP) Pty Ltd

Kawana Island Pty Ltd.
 Kawana Lakes Pty. Ltd.
 Krondorf Wines Pty. Ltd.
 La Fraternelle De Bourgogne
 RSG Beachmere Pty. Ltd.
 RSG Bellvista Pty. Ltd.
 RSG Funds Management Pty Ltd
 RSG Land Group Pty Ltd
 RSG Highlands Craigieburn Pty. Ltd.
 RSG North Lakes Marketing Pty. Ltd.
 RSG North Lakes Sales Pty. Ltd.
 Liana Cottage Pty. Ltd.
 Maglieri Wines Pty. Ltd.
 Masthead Brewing Company Pty. Ltd.
 Matua Finance Limited
 MBBC Limited
 Mega Management Pty. Ltd.
 Melbourne Brewery Company Pty. Ltd.
 Mildara Blass Holdings Inc.
 Mildara Blass Inc.
 Mildara Blass Wines Inc.
 Mildara Holdings Pty. Limited
 Moorabbin Junction Pty. Ltd.
 N.T. Brewery Pty. Ltd.
 Navistar Group Limited
 Nellie Products Pty. Ltd.
 New Crest Investments Pty. Ltd.
 Nexday Europe B.V.
 The Continental Wines and Spirits Company (N.Z.) Limited
 The Foster Brewing Co. Pty. Ltd.
 The New Zealand Wine Club Limited
 The Rothbury Estate Pty. Ltd.
 The Shamrock Brewing Company Proprietary Limited
 The Wine Exchange Limited
 The Wine Planet International Pty. Limited
 Tibsco Limited
 Tibsco Pensions Limited
 Foster's People Pty Ltd
 Tract 4/5 LLC

Nexday Pty. Limited
 North Lakes Marketing Consultancy Trust
 North Lakes Marketing Pty. Ltd.
 North Lakes Sales Agency Trust
 North Lakes Sales Pty. Ltd.
 North Napa Land Co.
 Norwood Beach Pty. Ltd.
 Nova Glen Pty. Ltd.
 Oakland Glen Pty. Ltd.
 Pica Finance Limited
 Pica Group Pty Ltd
 Pica Nominees Pty. Limited
 Pitt, Son & Badgery Pty. Ltd.
 Power Brewing Company Pty. Ltd.
 Premium Land, Inc.
 Primedan Pty. Ltd.
 Queensland Breweries Pty. Ltd.
 Rimpacific Shipping (U.K.) Ltd.
 Robertsons Well Pty. Ltd.
 Robertsons Well Unit Trust
 Rothbury Sales Pty. Ltd.
 Rothbury Wines Pty. Ltd.
 Rumar International Pty. Ltd.
 Sarl Les Crus Prevendus SADCS
 Savirak Pty. Ltd.
 Seeton Pty. Ltd.
 Shanghai Foster's Brewery Co. Ltd.
 Sharden Lodge Pty. Ltd.
 Silvester Brothers (AMH) Pty. Limited
 Silvester Brothers (AMHUK) Limited
 Silvester Brothers Pty. Limited
 Societe D Investissement Du Beaujolais
 Somar Pty. Ltd.
 Stamford Hotel Pty. Ltd.
 T'Gallant Winemakers Pty. Ltd.
 Telemasters Limited
 The Australian Wine Centre Limited
 The Australian Wine Club Pty. Ltd.
 The Ballarat Brewing Company Pty. Ltd.
 'St. Maximilian' Wein-Export Gesellschaft m.b.H, Vienna

Trinity Park Inc.

VICD – Produtos Em Cortica, LDA

Victoria Brewery Pty. Ltd.

Vinpac International Pty. Limited

Vinpac SADCS

Vintners Imports Pty. Limited

Volz Pty. Ltd.

Voskane Pty. Ltd.

Weribee Properties (RWDS) Proprietary Limited

Whitecross Investments Pty. Ltd.

Windemere Securities Limited

Wine Planet Holdings Pty. Limited

Wine Planet Technology Pty. Limited

Winemaker's Choice Limited

Wolf Blass Wines Pty. Ltd.

Wood Hall Trust Limited

Wood Hall (Aust.) Pty. Limited

World Wine Gallery GmbH

C.U.B. Pty Ltd

00015868 Limited

02396239 Limited

151435 Canada Ltd.

The Castlemaine Brewery Company Melbourne Pty. Ltd.

The Continental Spirits Company Pty. Ltd.

AP John & Sons Pty. Ltd.

Briar Ridge Manufacturing Pty. Ltd.

Briar Ridge Vineyards Pty. Ltd.

Carlton Brewery (Fiji) Limited

Cellarmaster Wines SA

Foster's India Limited

Graymoor Estate Joint Venture

Graymoor Estate Pty. Ltd.

Graymoor Estate Unit Trust

Greg Norman Estates Joint Venture

Kangaroo Ridge Wine Company Pty. Ltd.

Matua Valley Wines Limited

Samoa Breweries Limited

Shingle Peak Wines Limited

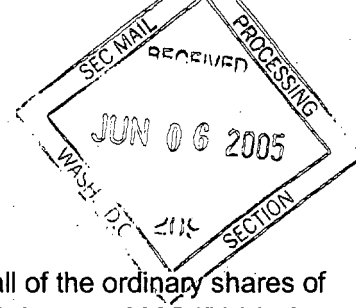
Societe of Bouteillage of Beaujolais, Macon and Bourgogne

South Pacific Distilleries Limited

Waikoukou Vineyards Limited

Wine Buzz KK

Notice of status of conditions



Beringer Blass Wines Pty Ltd (**BBW**) refers to its takeover offer (**Offer**) for all of the ordinary shares of Southcorp Limited (**Southcorp**) contained in its bidder's statement dated 18 January 2005 (**Bidder's Statement**).

In accordance with section 630 of the Corporations Act, BBW gives notice that:

- (a) the following conditions of the Offer have been fulfilled:
 - (i) ACCC – section 2.12(b) of the Bidder's Statement; and
 - (ii) Hart-Scott-Rodino (USA) – section 2.12(c) of the Bidder's Statement;
- (b) the Offer has been freed from all other conditions contained in section 2.12 of the Bidder's Statement; and
- (c) BBW and its associates have a relevant interest in approximately 66.5% of the ordinary shares of Southcorp.

Dated: 18 May 2005

Signed on behalf of Beringer Blass Wines Pty Ltd:

R.K. Dudfield

Robert K Dudfield
Assistant Company Secretary